

ITEL

Itel Rail Corporation

55 Francisco
San Francisco, California 94133
(415) 984-4000
Telex 34234

May 30, 1985

Honorable James H. Bayne, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 14165-2 Filed 1425

JUN 28 1985 12 15 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Bayne:

On behalf of Itel Rail Corporation, I submit for filing and recording, under 49 U.S.C. §11303(a) and the regulations promulgated thereunder, the enclosed four executed counterparts of the following document:

Supplement No. 12 to the Consolidated, Amended and Restated Equipment Trust Agreement.

Thank this well see 14165-W

Please record this document under the Consolidated, Amended and Restated Equipment Trust Agreement dated as of January 1, 1982 among Itel Corporation, Itel Rail Corporation and First Security Bank of Utah, N.A. which was recorded with the I.C.C. on September 20, 1983 under I.C.C. Recordation No. 14165. Cross-index this document to the Lease Agreement between Itel Rail Corporation and Appalachicola and Northern Railroad Company dated October 15, 1984 which was filed with the I.C.C. on March 13, 1985 and given Recordation No. 14594. *Cross index*

The names and addresses of the parties to the aforementioned Supplement are:

1. Itel Corporation
55 Francisco Street
San Francisco, California 94133
2. Itel Rail Corporation
55 Francisco Street
San Francisco, California 94133
3. First Security Bank of Utah, N.A.
Corporate Trust Division
79 South Main Street
Salt Lake City, Utah 84111

ICC OFFICE OF
THE SECRETARY
JUN 28 12 27 PM '85
MOTOR OPERATING UNIT

The equipment covered by this Supplement is fifty (50) 50'6", 70-ton, XM boxcars bearing reporting marks AN 2001-2050.

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Honorable Bayne
May 30, 1985
Page 2

Enclosed is a check for \$20.00 to cover the required filing fees for the Supplement.

Once the filing has been made, please return to the bearer the stamped counterparts of the documents not required for filing purposes, together with the fee receipt and the letter from the I.C.C. acknowledging the filings.

Very truly yours,



Denise M. Bottarini
Legal Assistant

/vdy/66
encl.

cc: Howard Chabner
Robert Clark
J. Michael Kelly
Virginia Hanger

05/22/85

RECORDATION NO. 14165-20 Filed 1425

JUN 28 1985 11:05 PM

INTERSTATE COMMERCE COMMISSION

**SUPPLEMENT NO. 12 TO THE CONSOLIDATED,
AMENDED AND RESTATED EQUIPMENT TRUST AGREEMENT
DATED AS OF JANUARY 1, 1982**

SUPPLEMENT NO. 12, dated May 22, 1985, to the Consolidated, Amended and Restated Equipment Trust Agreement, dated as of January 1, 1982 ("ETC Modification Agreement"), among **FIRST SECURITY BANK OF UTAH, N.A.**, as Trustee ("Trustee"), **ITEL CORPORATION** ("Itel") and **ITEL RAIL CORPORATION**, a Delaware corporation ("Rail").

WHEREAS, Itel and First Security Bank of Utah, N.A. are parties to a certain equipment trust agreement dated as of March 15, 1977, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on April 14, 1977 ("1977 Series 2 Equipment Trust") and given recordation number 8781; and

WHEREAS, the 1977 Series 2 Equipment Trust has been consolidated, amended and restated in the ETC Modification Agreement which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on September 20, 1983 and given recordation number 14165; and

WHEREAS, Itel Rail is the successor in interest to Itel Corporation, Rail Division, pursuant to Itel's Amended Plan of Reorganization which became effective on September 19, 1983; and

WHEREAS, Itel Rail and the **WABASH VALLEY RAILROAD COMPANY** ("WVRC") are parties to a Lease (as defined in the ETC Modification Agreement) of Equipment (as defined in the ETC Modification Agreement) dated as of December 30, 1975 (such Lease, together with any amendments or supplements thereto, called the "WVRC Lease"), pursuant to which Itel Rail leased to WVRC certain units of Trust Equipment (as defined in the ETC Modification Agreement) among which are units bearing reporting marks from within the series WVRC 7700 through and including WVRC 7749.

WHEREAS, pursuant to a termination letter of the WVRC Lease dated March 18, 1981, the WVRC Lease was terminated with respect to certain equipment including fifty (50) units of Trust Equipment bearing reporting marks WVRC 7700 through and including WVRC 7749 ("Terminated Trust Equipment"); and

WHEREAS, Itel Rail has leased these fifty (50) units of Terminated Trust Equipment to the **APALACHICOLA AND NORTHERN RAILROAD COMPANY** ("AN") by means of a Lease dated October 15, 1984; and

WHEREAS, Itel Rail has changed the reporting marks of these fifty (50) units of Terminated Trust Equipment from the previous WVRC reporting marks to the current AN reporting marks as set forth in Exhibit A attached hereto; and

WHEREAS, Sections 4.07 and 6.07 of the ETC Modification Agreement require Itel Rail to file with the Interstate Commerce Commission a statement of current reporting marks substituted for any previous reporting marks of Trust Equipment through remarking of the Trust Equipment.

NOW, THEREFORE, pursuant to the covenants and promises contained in the ETC Modification Agreement, the parties agree as follows:

SECTION 1. Schedule 1.C. of the ETC Modification Agreement is supplemented by Exhibit A which reflects that the previous fifty (50) WVRC reporting marks have been changed and remarked with the current fifty (50) AN reporting marks.

SECTION 2. The only purposes of this instrument are to notify the Trustee of changes in the reporting marks of Trust Equipment subject to the ETC Modification Agreement as set forth in Exhibit A and to supplement Schedule 1A-1G of the ETC Modification Agreement. This instrument is not an amendment and it does not otherwise affect the terms and conditions of the ETC Modification Agreement.

SECTION 3. The provisions of this instrument shall be governed by the laws of the State of New York.

(Seal)

Attest:

Secretary

(Seal)

Attest:

Asst. Secretary

ITEL CORPORATION

By:

ITEL RAIL CORPORATION

By:

FIRST SECURITY BANK OF UTAH, N.A.

By:

Authorized Officer

(Seal)

Attest:

Authorized Officer

EXHIBIT A
CERTIFICATE OF REMARKING

<u>Units of Trust Equipment</u>	<u>Previous WVRC Reporting Marks</u>	<u>Current AN Reporting Marks</u>
50	WVRC 7700	AN 2001
	7701	2002
	7702	2003
	7703	2004
	7704	2005
	7705	2006
	7706	2007
	7707	2008
	7708	2009
	7709	2010
	7710	2011
	7711	2012
	7712	2013
	7713	2014
	7714	2015
	7715	2016
	7716	2017
	7717	2018
	7718	2019
	7719	2020
	7720	2021
	7721	2022
	7722	2023
	7723	2024
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	7726	2027
	7727	2028
	7728	2029
	7729	2030
	7730	2031
	7731	2032
	7732	2033
	7733	2034
	7734	2035
	7735	2036
	7736	2037
	7737	2038
	7738	2039
	7739	2040
	7740	2041

EXHIBIT A
(Continued)

CERTIFICATE OF REMARKING

<u>Units of Trust Equipment</u>	<u>Previous WVRC Reporting Marks</u>	<u>Current AN Reporting Marks</u>
	WVRC 7741	AN 2042
	7742	2043
	7743	2044
	7744	2045
	7745	2046
	7746	2047
	7747	2048
	7748	2049
	7749	2050

ITEL RAIL CORPORATION

By: DP Hayes
Authorized Officer

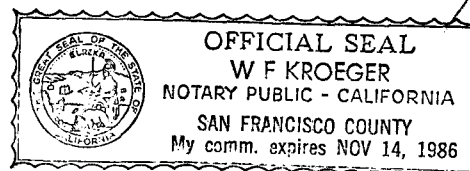
STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 29 day of May, 1985, before me personally appeared Arnold E. Dittus, to me personally known, who being by me duly sworn says that such person is Chief Operating Officer of Itel Corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and that such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

W F Kroeger
Notary Public

My commission expires:

11-14-86



STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 28th day of May, 1985, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is PRESIDENT of Itel Rail Corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and that such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Christi S. Gronroos
Notary Public

My commission expires:

JUNE 6, 1986



STATE OF UTAH)
) ss:
COUNTY OF SALT LAKE)

On this 6th day of June, 1985, before me personally appeared Robert S. Clark, to me personally known, who being by me duly sworn says that such person is an Authorized Officer of First Security Bank of Utah, N.A, a national banking association, that the foregoing instrument was signed on behalf of said national banking association signed by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

David B. Smith
Notary Public

My commission expires:

10-16-88

